

# UGANDA COMMUNITY IN SOUTH KOREA



## CONSTITUTION AND BYLAWS

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# **CONSTITUTION AND BYLAWS OF UGANDA COMMUNITY IN SOUTH KOREA**

## **PREAMBLE**

We the members of Uganda community now living in South Korea; recognizing that we share common interests; desirous of pursuing and promoting those interests, realizing that the fulfillment of this desire is a function of our effort; hereby resolve to come together and form an association with a view to attaining the following:

- a) To promote friendship and unity among Ugandans in South Korea.
- b) Developing partnerships between the peoples of Uganda and South Korea
- d) Facilitate access to opportunities in South Korea through better networking.
- e) To promote Ugandan culture through different activities.

## **ARTICLE ONE**

### **ORGANIZATIONAL MATTERS**

**1.1: Association Name:** “Uganda Community in South Korea” a non-profit Organization which shall hereinafter be called the Association and or UCISK.

**1.2: Organizational Structure:**

The Association shall be a three-tier organization consisting of:

- a) General Assembly/General Member meeting, who are the supreme organ of the Association.
- b) UCISK Executive Board which is policy Organ.
- c) Founder Members who will act as trustees.

**1.3: Principal Office:** The Association may have offices at such place or places



within South Korea as the Executive Board may determine.

**1.4: Governing Laws:**

The Association is governed by these Bylaws and Constitution.

**ARTICLE TWO**

**PURPOSE**

**2.1: Aims and Objectives:** The association is a non-profit organization.

The Aims and objectives of the Association are:

- a) To promote fellowship and friendship between Korea and Uganda.
- b) To encourage developmental relationships among Ugandans in South Korea
- c) To promote Ugandan and Korean Culture.
- d) To network between Ugandans and other nationalities in Korea.
- e) Participate in charitable activities to help those in need.
- f) To promote the interests and well-being of Ugandans residing in Korea.

**2.2: Programs:** The Association shall achieve its objectives through regular meetings and networking activities, seminars and sports, Cultural festivals and fund-raising activities.

**2.3: Statement of Non-discrimination Intent:** The Association is an equal opportunity organization. It does not discriminate, for membership purposes, on the basis of race, color, religion, political affiliation, gender, age, handicap, marital status, tribe etc. The Association is non-denominational, non-sectarian, non-political, secular and non-profit.

**2.4: Duration:** The Association shall have perpetual duration, unless dissolved by the members.

## **ARTICLE THREE**

### **MEMBERSHIP RIGHTS AND BENEFITS**

#### **3.1 Qualification and categories of membership**

**3.1 (a): Ordinary Membership:** Shall be limited to a person 18 years or older who shall be a Ugandan by birth or descent (or a spouse of such person), who resides in South Korea and pays an annual membership fee.

**3.1 (b): Honorary Membership:** An Honorary member may be any prominent person on whom the Executive board and General meeting shall confer honorary membership for his or her distinguished services in conformity with the aims and objectives of the Association. People in this category shall have no voting right.

#### **3.1 (c): Founder Membership:**

The title of “Founder member” shall be bestowed on People who initiated the idea of formation of the association and its registration.

#### **3.2: Duties of Founder Member**

(i) Advise the Executive Board on day-to-day business

(ii) To intervene and give guidance in situations of crisis with in the Association and have power to veto a decision of the executive board.

(iii) May be appointed to any committee as the General meeting shall approve.

(iii) Founder member may attend and vote at General meetings.

(iv) Founder Members shall be ex-officio members of the Executive Committee; they may be invited attend meetings of the Executive Board but they will not have voting rights and their presence shall not be counted for the purpose of quorum.

(v) Shall have the absolute powers for dissolution of the association and it shall be done in writing bearing 1/3 of founder members signatures.

(vi). Names of founder members are listed in **Annex B** of this constitution.

(vii): Where the Executive board fails to run the association in accordance to this constitution the Founder Members shall call for a General Meeting, with a notice of twenty-one (21) days, to elect a new Executive Board.

(viii) There shall be a Chairperson of the Founder Members appointed annually by the Founder Members from amongst themselves. The Chairperson shall preside over all Board Meetings and in the absence of the Chairperson; the Founder Members present at the Meeting shall elect an acting Chairperson from amongst themselves.

(ix) The Founder Members shall meet at least once in every FOUR months and at any such meeting three Founder Members present thereat shall constitute a quorum. The President of the Executive board shall also attend the meetings of the Founder Members.

(x). The Founder Members will receive the appeals from the prospective members whose membership applications have been rejected by the Executive Board. The Founder Members within one month of receipt of the appeal will give its decision after liaison with the Executive Board. The Founder Members' decision on membership shall be final and conclusive.

(xi) Founder members shall not be members of the executive board, any founder member who wants to be a member of the executive shall cease to be a founder until the completion of that term of office. To have a balance of power, checks and balance in the system, founder members shall never be on the executive board at the same time be members of the founder members.

**3.3: Procedure for Ordinary Membership:** A person applying for ordinary membership Shall fill application for membership form and submit it to the Secretary or the Executive Board. Shall pay the required membership fee as prescribed from time to time. Shall be officially welcomed into the organization after confirmation.

### **3.4: Duties of Ordinary Members Shall be;**

- a) To fully participate in the General Meeting (supreme organ) and hold the Executive board accountable.
- b) Ordinary member has the right to hold office and to vote.
- c) To comply with the provisions of the Organizations Constitution, Core Values, and resolutions of the General Meetings.
- d) To perform such duties as may be assigned from time to time.
- e) To meet the financial obligations of the organization as need arises, and policies allow.
- f) To inform the Association when he/she intends to leave South Korea.
- g) To enjoy all privileges and objections as stated under this constitution.

**3.5 Transferability:** Membership is personal to the individual Member. It shall not transfer in any manner from one person to another.

**3.6: Dues:** All Members shall be required to pay annual membership Fee as designated by the UCISK Executive Board with the advice and consent of the Members. Such membership dues shall be separate from other costs of participating in activities of the Association.

Any member of the association who does not pay his/her membership fee for over six months without any justifiable reason shall lose his or her membership. Membership shall be reinstated upon payment of the membership dues. The Association shall neither waive nor pay membership fees for any individual.

**3.7: Voluntary withdrawal:** Any Member may withdraw or resign from the association in writing at any time. However, membership dues and assessments shall be non-refundable.

**3.8: Suspension or Termination:** The Executive Board may recommend to the Members the suspension or termination of membership of any Member who, in the judgment of the Rules and Disciplinary Committee, has violated the Bylaws or whose conduct is deemed detrimental to the best interests of the Association. Written notice of intent to recommend the suspension or termination of a Member shall be mailed to the Member concerned at least ten (10) days prior to the effective date of the termination or suspension. Such notice shall include the

reasons for the proposed action, and a disclosure statement regarding the Members right to request a hearing by the UCISK Disciplinary committee, or resign in lieu of suspension or termination.

**3.9: Compensation:** No dividend shall be paid and no part of the income or profit of the Association shall be distributed to the Members. However, the Association may pay or contribute a reasonable amount that may be determined by the Executive Board for Members in dire need of assistance and for services rendered to the Association.

**3.10: Privileges:** All Members who are in good standing are entitled to all rights and privileges of the Association, upon payment of membership dues.

**3.11: Proof of Membership:** The Executive Board, at its discretion, shall issue a renewable Identity Card with a unique number evidencing membership in the Association signed by the Chairperson and Treasurer.

## **ARTICLE FOUR**

### **MEMBERSHIP MEETINGS**

**4.1: General Membership Meetings:** Annual General Meetings of the Members of the Association, with a set agenda that shall include an annual financial report, shall be held during the Korean Chuseok holiday. The exact date, time, place and agenda of the meeting shall be determined by the Executive Board and communicated to the members no later than ten (10) days before the meeting. The President or the vice president of the UCISK Board shall preside over the Annual General Meeting. The President and Treasurer shall attend the Annual General Meeting in person and present their annual reports, including financial report and the Association's budget for the next year. Where the Treasurer is unable to attend the annual general meeting, he or she shall send a representative to present the report.

Where the Executive Board fails to call an Annual General Meeting as required by this Article, any Full Member in good standing may petition the UCISK Patron to cause such a meeting to be held.

**4.2: Special Meetings:** Special meetings of members for any purpose or purposes may be called from time to time by the Executive Board or may be requested in writing to the Secretary of the Association by one-third (1/3) of the full members of the Association. The notice of such a meeting shall state the purpose or purposes thereof, and the initiator (s) of the meeting.

**4.3: Notice of Meeting:** A formal notice of an Annual General Meeting shall be issued to all full Members in good standing no later than ten (10) days before the meeting. A formal notice of a special meeting of members shall be issued to all Members in good standing at least five (5) business days prior to such a meeting. The said notice shall be communicated by electronic mail and Social Media to the Member to such contact Email and Cell phone details as appears on the books of the Association as kept by the Secretary. Such notice shall be deemed to be given at the time when the same shall be transmitted or mailed.

**4.4: Quorum of Members:** At all meetings of the Association which shall have been called and about which notice shall have been given in accordance with this Constitution, the presence of thirty per cent (30%) of the members registered to attend the meeting shall constitute a quorum. Such quorum shall not be broken by the subsequent absence or removal of Members during the meeting.

**4.5: Venue of Membership Meetings:** All meetings of the Association shall be held at a place or in a form and time that shall be determined by UCISK Board or as otherwise specified in this Constitution.

## **ARTICLE FIVE**

### **PATRON**

**5.1: Selection and Qualification of Patron:** The Patron shall be nominated by the UCISK Executive Board and confirmed at a meeting of Members of the association. The Patron will be a person of approved conduct and ability, and who is aligned with the aims of the association.

**5.2: Powers and responsibilities of the Patron:** The Patron shall:

- a) Provide advice to the Executive Board of the Association;
- b) Ensure that all elected representatives and leaders are accountable to the members of the Association;
- c) Act as arbiter in conflicts between the Association's organs or among the Association's leaders and members;
- d) At all times conduct themselves in an ethical manner, abide by the constitution and execute their duties diligently and fairly.

**5.3: Term of Office of Patron:** The term of office for Patron shall be three (3) years. A person shall serve as Patron for only two consecutive (2) terms.

**5.4: Resignation of Patron:** Notice of resignation by a Patron shall be in writing and mailed to the General Secretary and the President of the Executive Board.

**5.5: Removal of Patron:** The Executive Board shall upon approval of the General meeting of members remove patron from office.

## **ARTICLE SIX**

### **EXECUTIVE BOARD**

**6.1: Composition of the Executive Board:** There shall be an Executive Board which shall be comprised of a universally elected President/Treasury, Vice President, Finance and Administration, Director of Development, Director of mobilization and public relations, Director of Sports and Entertainment, Director of Student Affairs, Director of Policy and Welfare, and One person elected as "Regional Delegate" for each of the following; Busan-Daejion, Dongincheon, Ansan Pyongteak and Jinchion

## **6.2: Powers and duties of the Executive board:**

- a) To co-opt any person whose expertise may be useful and necessary for the fulfillment of the Association's aims. Persons so co-opted shall have no right to vote.
- b) To appoint such sub-committees as necessary to undertake any particular assignment.
- c) To draft rules and by-laws from time to time for proper working of the Association.
- d) To manage day to day affairs of the Association including funds, properties and other assets of the Association in accordance with the constitution.
- e) To promote and undertake all such activities as may be deemed desirable to achieve its objects.
- f) To give guidance for the preservation of unanimity of Members in all matters.
- g) To suspend or expel or reinstate any Member subject to ratification by the General Meeting of the Association.
- h) To convene meetings of the Executive Board and general meetings of the Association.
- i) To approve reports including financial statements prior to presenting them at the General Meeting of the Association.
- j) To motivate all members to undertake activities that will enhance the Association and nature partnerships with Korean people.
- k) To convene any Special General Meeting at a short notice.
- l) Such other powers as derived from this constitution, bylaws and amendments thereof.

**6.3 President:** The President shall be the Chief Executive Officer of the Association and shall supervise the business and affairs of the Association. He/she shall execute, with any other proper Officer under whose jurisdiction



such activity falls, certificates of membership, if any, contracts, or other instruments which may be lawfully executed on behalf of the Association. The President or his/her designate shall ensure that all orders, resolutions and decisions of the Executive and General meeting are carried out.

**6.4: Vice President:** The Vice President shall be responsible for the overall advancement and development of the Association. He/she shall be responsible for developing relationships and partnerships with other organizations.

The Vice President shall, in the absence of the President, preside at meetings. Should the President resign or otherwise be removed from office prior to the completion of his/her term, the Vice President shall assume the office of President

The Vice President shall perform whatever duties the President may from time to time assign to him/her. The Vice President shall also be an ex officio, non-voting member of All Committees and subcommittees put in place by this constitution.

**6.5: The Secretary:** The Secretary shall be responsible for the day-to-day administration and secretarial duties of the Association. He/she shall implement strategic programs, as approved by the Executive Board, including organization of the Annual General Meeting.

The Secretary shall be responsible for the Association's records. He/she shall be responsible for overseeing the recording of the proceedings of meetings of the Executive Board and of the Annual General Meeting of the Association. He/she shall ensure maintenance of the corporate records and the seal of the Association. He/she shall have authority to give notice required by law or by these Bylaws. He/she shall be the custodian of the Association's books, records, contracts, computers, seals and other documents.

He/she may affix the corporate seal to any lawfully executed document requiring it and shall perform whatever additional duties the Executive Board may, from time to time, assign to him/her.

In the absence of the President and the Vice President, the Secretary shall preside at appropriate meetings. Should the President and the Vice President resign or be unable to execute their offices or otherwise be removed from office prior to the completion of their term of office, the Secretary shall assume the office of

President and, with the advice and consent of the UCISK members, shall appoint replacements as Vice President and Secretary.

**6.6: Director of Finance and administration:** The Director of Finance and administration shall be responsible for the Association's finances including budgeting and fundraising.

The Director of Finance and administration shall receive, deposit and maintain all funds belonging to the Association. He/she shall disburse funds under the direction of the Executive Board or the General meeting.

The Director of Finance and administration shall present a financial report to the Annual General Meeting of the Association, and shall perform any other duties that the Executive Board may from time to time assign to him/her.

**6.7: Director of Student Affairs:** Shall be a student and responsible for all student affairs. Shall maintain a register of Ugandan student in Korea. Shall work with Executive Board to come up with programs that enhance the living conditions of Ugandan students.

Shall work with such necessary partners while executing this mandate. Shall have powers to form any sub committees or organization structure that is deemed necessary. He/she shall perform all other duties as may be assigned to him/her, from time to time, by the Executive Board of the Association.

The Director students Affairs shall also research for scholarships at various universities and encourage Ugandan students at those universities to apply for the scholarships.

**6.8: Director of Policy and Welfare:** Shall work hand in hand with Director of development. Shall ensure that the Association is updated with news and policy regarding NGOs in Korea. Shall be a full member of all Committees and subcommittee formed under these bylaws.

Shall coordinate all activities pertaining to the social, economic and physical well-being of All Members. May recommend to the executive board for the formation of such subcommittee. He/she shall perform all other duties as may be assigned to him/her, from time to time, by the Executive Board of the Association.

**6.9: Director of Investment & Development:** Shall be responsible for developing and implementing strategies for building and enhancing relationships and partnerships with other organizations, researching area of investment, source for investors. May work with not more than Four other Persons to execute duties.

He/she shall perform all other duties as may be assigned to him/her, from time to time, by the Executive Board of the Association.

**6.10: Director of Mobilization and Public Relations:** The Director of Mobilization and public relations shall be responsible for developing and maintaining the UCISK brand; managing UCISK web presence managing the production of all communication materials; and serving as UCISK spokesperson to the media and the public in line with the Bylaws, the code of conduct and as directed by the UCISK Executive Board.

The Director of mobilization and Public relations shall perform his/her duties under the direct oversight of the Secretary. He/she shall perform all other duties as may be assigned to him/her, from time to time, by the Executive Board of the Association.

**6.11: Director of Sports and Entertainment:** Shall be responsible for ALL Sports and Entertainment activities of the Association. Shall Organize Sports tournaments, spot talents, and promote sports. Shall Organize Entertainment Activities such as Dance exhibitions, concerts, galas, shows etc. Shall work with other persons or sub committees as deemed necessary with approval of the executive Board. He/she shall perform all other duties as may be assigned to him/her, from time to time, by the Executive Board of the Association.

**6.12: Regional Delegate /Deputy president:** A person elected as regional delegate shall be full Executive Board members. Shall espouse such board duties as spelt above and exercise authority accordingly.

Regional Delegate shall Carry out membership recruitment, and attend to such social engagements and functions in their region as need may arise. In

performing such duties regional delegate shall update the executive Board on all matters at least once in three months.

**6.13: Immediate Past UCISK Executive board:** The Immediate Past UCISK Executive board shall stay on as an ex- officio member of the Executive Board for the first 3 (three) months following the election of a new Executive Board. Shall advice and provide continuity between the outgoing and incoming Executive Board.

**6.14: Qualification:** To be eligible for election to the Executive Board, a person shall be a member of UCISK in good standing; shall be Present in Korea; shall fulfill all requirements that shall be determined by the Electoral Commission; and shall not have engaged in activities at any time that have undermined or had the potential to undermine the interests of the Association.

**6.15: Term of Office and term limit for members of the Executive Board:** The term of office of each member of the Executive Board shall be two [2] years.

**6.16: Election:** All members of the Executive Board shall be elected by eligible Members of the Association in accordance with the rules and guidelines that shall be determined by the Electoral Commission.

**6.17 (a): time and place of meetings:** The Executive Board shall determine the time and place of their regular meetings.

**6.17: b): frequency of meetings:** The Executive Board shall meet at least once every month, including a minimum of two face to face meetings in Four (4) within months.

**6.18: Notice of Meetings:** The Secretary of the Association shall communicate to all members of the Executive Board in writing at least seven (7) days prior to a regular meeting. Special or urgent meetings shall be called by the President

or the Secretary of the Association or by any three (3) members of the Executive Board.

**6.19: Quorum:** The presence of two-thirds (2/3) of the members of the Executive Board shall constitute a quorum for purposes of conducting business.

**6.20: Resignation:** Notice of resignation by the President of the Association shall be in writing to the Patron with copies to all members of the Executive Board. Notice of resignation by all other members of the Executive shall be in writing to the President of the Association via the office of the Secretary.

**6.21: Removal:** Any member or founder member shall have the power to recommend to the Disciplinary Committee a matter relating to suspension or impeachment of any member of the Executive Board stating clearly the reasons for the petition. The Disciplinary committee in consultation with at least Ten founder members shall review the merits/ demerits of such petition and where necessary forward the matter to UCISK members Annual General Meeting for review and final disposition.

**6.22: Filling Vacancies:** Notification of a vacancy on the Executive Board shall be communicated in writing by the President to all the members of the Association. Vacancies arising on the Executive Board during its term of office shall be filled by nomination by the President, with the approval of Executive. An officer nominated to fill a vacancy shall serve the unexpired term of such officer's predecessor in office.

## ARTICLE SEVEN

### COMMITTEES

**7.1: Appointment of Committees:** Except for the Various Committees mentioned in these bylaws the Executive Board, by resolution adopted by a majority of the Executive Board may from time to time designate one or more special or ad hoc committees.

The Executive Board shall determine the terms of reference of each appointed committee.

**7.2: Appointment of the Electoral Commission:** The Electoral Commission, composed of UCISK members at large and in good standing, shall be appointed by the UCISK Board and approved by a general meeting of Members as provided for in these Bylaws.

**7.3: Appointment of Rules and Disciplinary Committee:** The UCISK Board shall when deemed necessary appoint from members Rules and Disciplinary Committee.

The Rules and Disciplinary Committee shall deliberate on assigned issues regarding disciplinary action of any member of UCISK. The Rules and Disciplinary Committee shall serve to accomplish a specific task and within a scheduled timeframe as stipulated in the Terms of Reference determined by the Executive Board with approval of the general meeting.

## **ARTICLE EIGHT**

### **ELECTORAL COMMISSION**

**8.1: Electoral Commission:** There shall be a standing and independent Electoral Commission appointed by the UCISK Board and confirmed by the General meeting. The members of the Electoral Commission shall be full Members of the Association in good standing and of high ethical standards.

**8.2: Independence of the Electoral Commission:** The Electoral Commission shall operate independently of all UCISK organs.

**8.3: Number of Members of the Electoral Commission:** There shall be a minimum of three (3) members. The Electoral commission may appoint anyone during the election period to help in organizing and managing the election day event.

**8.4: Structure:** The fully constituted Electoral Commission shall include a Chairperson appointed by the UCISK Board, and a Vice Chairperson, Secretary



and any other officers as needed.

**8.5: Term of office:** Each member of the Electoral Commission shall serve a three (3) year term.

**8.6: Functions & Powers of the Electoral Commission:** The Electoral Commission shall:

- create and/or update the Election Guidelines;
- maintain and update the voters register;
- accept nominations and vet candidates;
- determine candidate's registration fees;
- manage voting logistics;
- conduct elections;
- publish the election schedule and any deadlines;
- Announce election results.

**8.7: Candidate Registration Fees:** All candidate registration fees shall be paid directly to the UCISK Treasurer.

## **ARTICLE NINE**

### **MISCELLANEOUS PROVISIONS**

**9.1: Fiscal Year:** Unless otherwise determined by the UCISK Board, the fiscal year of the Association shall be from the first day of January through the last day of December of the same year.

**9.2: Association Seal:** The Association Seal shall be in such form as the Executive Board may, from time to time, determine.

**9.3: Bank:** The Association shall have a primary business account with a major nationwide bank, and at a location, as may be determined by the Executive Board. Closure or any changes to such an account shall be approved by the

Members.

All Association funds shall be received by the Director of Finance and administration, deposited or transferred into the association account. Members may deposit money into the association account; no withdraw of any money from the association account without the knowledge and approval of the Director of Finance and administration who is the accounting officer of thew association.

**9.4: Signatories to the Associations Bank Accounts:** The President and either the Director of Finance and administration or the Secretary shall be signatories to the Association's bank accounts, and to the disbursement or issuance of checks thereof. Two signatures shall be required for any and all transactions. The association may also follow the laws governing the opening of a joint account in the Republic of Korea.

**9.5: Audits.** Each year, the Association's books, accounts and all financial records shall be audited when necessary by an independent person, or a certified auditing firm selected by the UCISK Board.

**9.6: Annual Statements of Account:** Not later than one (1) month after the close of the fiscal year the Association, through the President and Director of Finance and administration, shall prepare and deliver to the General Meeting a Financial Report for the fiscal year.

**9.7: Inspection of Books and Records:** The books and records of the Association shall be open to inspection by any Member in Good Standing upon written request submitted to the Secretary. The inspections should occur within 90 days under the direct supervision of the Secretary and at a location reasonably convenient.

**9.8: Protection of Private Information:** In pursuance of these by-laws, the Executive Board shall at all times ensure the protection of the private information of UCISK members.

**9.9: Registration with Authorities:** The Association shall remain registered in accordance with all applicable laws of the Republic of Korea during its life.

**9.10: Code of Conduct and Ethics:** All Officers, Members acting on behalf of UCISK shall be subjected Code of Conduct, as outlined in a separate document Conduct for UCISK) as Appended in ANNEX A.

**9.11: Duty and Care of Loyalty:** In exercise of their duties, for and on behalf of the Association, a Member, shall be held to fiduciary standards, act in good faith, and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like a high position.

**9.12: Breach of trust:** Where a Member of the Association is found to have breached his or her trust, whether financial or otherwise, the Association shall pursue legal action against the Member, according to applicable Korean law or international law(s).

In situations where the breach is not criminal in nature but unethical can be handled within the organ of the association.

Such member in his or her capacity shall also be subjected to the impeachment proceedings and other disciplinary measures of the Association.

**9.13: Arbitration:** In the event of a dispute concerning the interpretation of provisions of these Bylaws, all attempts shall be made by the founder members, UCISK board and patron to resolve the dispute through arbitration.

In case the Founder members, UCISK Board, and Patron fail to resolve the dispute concerning the interpretation of the provisions of Bylaws, they should consult the legal experts. In the future, the association should have a legal officer authorized to practice law in Korea to work as the association legal advisor to make sure the association operates within the legal framework of the Republic of Korea.

**9.14: Leaving South Korea:** Any Executive Board Member or other member of UCISK who willingly or unwillingly leaves South Korea for a period longer than six (6) Consecutive months shall cease to conduct any business on behalf of UCISK. Any office shall be deemed vacant within Four (4) months of the respective officer leaving south Korea. Any member who leaves South Korea to stay in another country may be appointed by the Executive Board (with approval of the general meeting) to act on behalf of UCISK on matters deemed fit.

**9.15: External Communications and Meetings:** ALL communication beyond the membership of UCISK shall be approved by Executive Board and such communication shall be written by Secretary and dully signed by President of UCISK. No person shall attend any meeting for and on behalf of UCISK Membership without due authorization from the UCISK Executive Board.

**9.16: Disassociation of affiliated organizations:** The Association may terminate its association with any organization by simple majority votes at a General Meeting.

**9.17: Dissolution:** The corporate existence of the Association may be terminated by a vote of 2/3 of all members. Upon dissolution, all of the Association's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made there for, be distributed to any charitable organization.

**9.18: Fiduciary:** Each Representative, Member, Trustee, Officer and Member, at all times while acting for or on behalf of the Association, shall do so in a fiduciary capacity.

**9.19: Indemnification:** Any person who in good faith and exercising due diligence serves or has served as a Representative, Member of the Association, or in such capacity at the request of the Association shall have a right to be indemnified by the Association to the fullest extent permitted by law.

**9.20: Power to Amend Bylaws:** The Membership or the UCISK Executive Board shall have the power to amend or repeal these Bylaws or adopt new Bylaws, and such by action shall be approved by a simple majority Vote of members present at a General Meeting.

**9.21: Special Resolution:** On Approval of this constitution and bylaws the association shall at a special General meeting to pass a special resolution and appoint persons to ensure that Uganda Community in South Korea is registered with authorities in the Republic of Korea.

## ANNEX A

### CODE OF CONDUCT FOR

#### UGANDAN COMMUNITY IN SOUTH KOREA (UCISK)

- 1) The Association and its Members must, at all times, comply with all applicable laws and regulations of the association and of the Republic of Korea.
- 2) The Association will not condone the activities of Executive Board Members and other Members who achieve results through violation of the law or unethical business dealings.
- 3) The Association does not permit any activity that fails to stand the closest possible public scrutiny.
- 4) All business conduct should be well above the minimum standards required by law.
- 5) Accordingly, Executive Board Members and other Members must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Association's operations.
- 6) Executive Board Members and other Members uncertain about the application or interpretation of any legal requirements should refer the matter to the Executive Board /Disciplinary committee, who, if necessary, should seek appropriate legal advice.
- 7) **General Conduct:**
  - a) The Association expects its Executive Board Members and other Members to conduct themselves in a business-like manner, immature and unprofessional activities are strictly prohibited while on the serving as member of the UCISK executive.

- b) Executive Board Members and other Members must not engage in sexual harassment, or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials.

**8) Conflicts of Interest:**

The Association expects that Executive Board Members and other Members will perform their duties conscientiously, honestly, and in accordance with the best interests of the Association. Executive Board Members and other Members must not use their positions or the knowledge gained as a result of their positions for private or personal advantage.

**9) Kickbacks and Secret Commissions:**

The association strictly prohibits the acceptance of kickbacks and secret commissions. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law.

**10) Association Funds and Other Assets:**

Executive Board Members and other Members who have access to association funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in the Association's Constitution. The Association imposes strict standards to prevent fraud and dishonesty. If Executive Board Members and other Members become aware of any evidence of fraud and dishonesty, they should immediately report to the Executive Board. Association funds and all other assets of the Association are purposed for the Association only and not for personal benefit.

**11) Association Records and Communications:**

The Association's books and records must reflect in an accurate and timely manner all business transactions. Executive Board Members and other Members must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to: False expense, attendance, financial, or similar reports and statements, false advertising, or other misleading representations.

**12) Public communication:**

Executive Board Members and other Members must take care to separate their personal roles from their Association positions when communicating on matters not involving Association business. When communicating publicly on matters that involve Association business, Executive Board Members and other Members must not presume to speak for the Association on any topic, unless they are certain that the views, they express are those of the Association, and it is the Association's desire that such views be publicly disseminated. All nature of public communication shall be in accordance to constitution.

### **13) OTHER FINES AND DISCIPLINARY MEASURES:**

- I. All members are expected to conduct themselves in a manner that is acceptable morally to the general public.
- II. The Executive Board shall in accordance to the constitution and these bylaws have the power to discipline any member who contravenes the rules of the association.
- III. All members shall abide by the ruling of the executive Board /Disciplinary committee or General meeting as the case may be and the ruling of such organs on disciplinary matters shall be final.
- IV. A member indulging in rumor mongering against fellow members shall be reported to the Executive Board for disciplinary action, there shall be a fine of not less than 20,000won if found guilty. In addition, a warning will be given and if that member repeats the same for the second time; they will have their membership removed.
- V. Should a member commit an offence of misdemeanors (e.g., disrespect, quarrelling with fellow members, looking down upon others) they shall be reported to the Executive Board which will impose the fine of not less than 30,000 won.
- VI. Members who fail to attend meetings; be it an annual General Meeting, Executive Board Meeting or Sub-Committee Meeting shall be fined 10,000 won.
- VII. Any member who commits any of the finable offenses more than 3 (three) consecutive times may lose all membership privileges.
- VIII. Any member who absents him/ herself from the association's activities without informing the Executive Board in writing on than three (6)

occasions, have their membership terminated in accordance to the constitution.



## **ANNEX B**

### **LIST OF FOUNDER MEMBERS**

1. Kato Onan Kivumbi
2. Kigundu Jibril
3. Mayanja James
4. Kaziro Paul
5. Kiwanuka Robert
6. Mutyaba Frank
7. Mukasa Henry Douglas
8. Mukisa Jennifer
9. Nazziwa Agnes Mukiibi
10. Nakiganda Fatuma
11. Buliko Desire Mawa
12. Male Moses
13. Kiwanuka Jane
14. Lwanga Ronnie
15. Mutumba Henry
16. Babirye Christine
17. Mugagga Ssekitto
18. Katende Ashim
19. Nalweyiso Racheal

20. Babirye Jalia
21. Mbazira Henry
22. Aliona Mary (President/Treasury)
23. Ssenjako Nakitende Josephine
24. Nsubuga David Kituuka
25. Batuuze Hamza
26. Ndimukika Maka Moses
27. Janet Maka
28. Baale John
29. Tazanya Alfred
30. Sewanyo Charles
31. Naluyima Sarah
32. Kalyango Desire
33. Kasule Robert kisero
34. Ssentongo Allan



